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September 29, 1997

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, NW, Room 222
Washington, DC 20554

RE: CC Docket 96-98

Dear Mr. Caton:

On Friday, September 26, 1997, Mr. Greg Braden, Mr. Jack Armitage and Ms. Bartlett Thomas, all of MediaOne, and myself, met with Richard Metzger, Blaise Scintow, Michael Pryor, and Larry Strickland, of the Commission concerning the above referenced subject. The purpose of the meeting was to address the activities and plans of MediaOne with regard to the provision of local telephone service to residential customers in Atlanta, Georgia.

Using a map of the Atlanta area (Attachment 1) Greg Braden, Vice President for Telephony at MediaOne discussed the Company's upgrade and new telephony activities in Georgia.

The upgrade to a 750 network supports video, new cable and telephony services. Mr. Braden discussed the functions of the headends, fiber backbone, hubs, nodes, switches, HDTs and NIDs in this upgraded network. He additionally described MediaOne's switching plant and how telecommunications traffic on this network connects of fourteen BellSouth switches/tandems in the Atlanta area and to interexchange carrier Points of Presence. He discussed the level of investment for core cable operations as well as the additional investment for telephony operations, both specifically relating to Atlanta as well as national projections. He stated that current plans call for Atlanta upgrade to be completed by year end 1998, and that by year end 1999, MediaOne would pass approximately 1 million residences and 108,000 businesses.

MediaOne is currently serving a small number of customers in multiple dwelling units in Atlanta. The Company will conduct beta testing for single family residences in the immediate future and will proceed with a commercial launch of telephone service in the next few months. Although MediaOne has actively invested and built to support this launch, it has adjusted its business plan downward over the last several years, in part due to regulatory pricing decisions issued by the FCC.

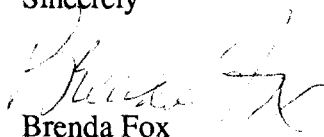
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MediaOne

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Mr. Braden outlined the revenue the Company hopes to generate from its facilities-based telephony services as well as possibilities for competitive packaging. He discussed MediaOne's need for OSS which, as facilities based provider, is different from that of a reseller or unbundled network element purchaser. He emphasized MediaOne's desire for OSS "at parity" with the incumbent.

Jack Armitage, Vice President for Telephony in MediaOne's Atlanta region discussed current processes when MediaOne signs up a new customer. Generally, the process requires MediaOne to send five separate faxes to BellSouth, and two hours of a service representative's time to follow the process through. While current volumes make this situation tolerable it will require mechanized solutions. Mr. Armitage also discussed the issue of network terminating wire charges from BellSouth in multiple dwelling units, and expressed optimism that the companies could amicably settle this matter. He reiterated the Atlanta launch schedule described by Mr. Braden, with his target for customer take.

Sincerely

A handwritten signature in dark ink, appearing to read "Brenda Fox", with a stylized flourish at the end.

Brenda Fox

cc: Richard Metzger
Blaise Scintow
Michael Pryor
Larry Strickland

Attachment

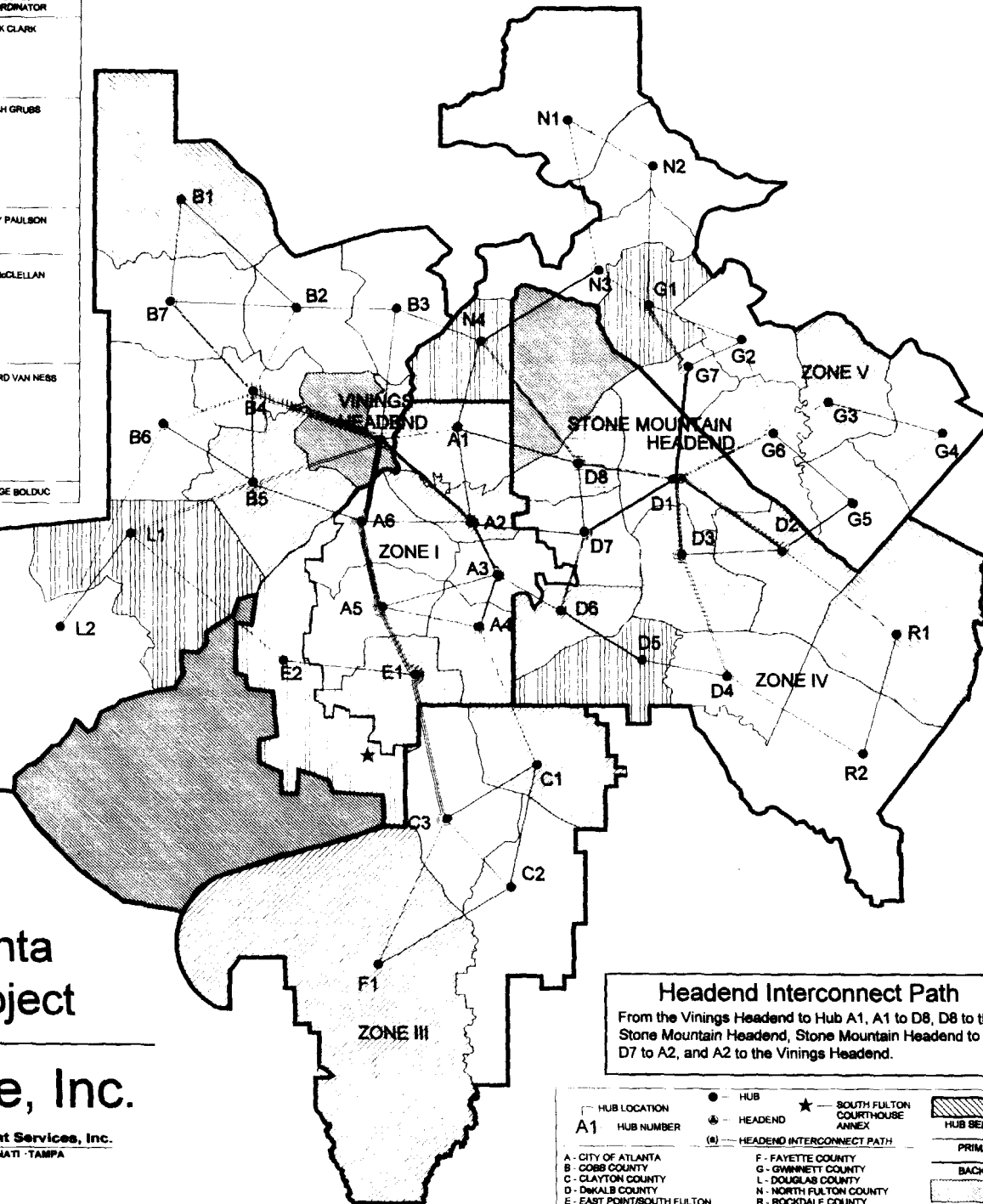
ZONE	SERVICE AREA	CURRENT HUBS OF 02/79	REMOVED HUBS OF 02/79	PROJECT COORDINATOR
I	ATLANTA/ EASTPOINT	A1 A2 A3 A4 A5 A6 E1	25 26 28 31 29 27 33	MARK CLARK
II	COBB/ DOUGLAS	B1 B2 B3 B4 B5 B6 B7 E2 L1 L2	20 19 18 22 23 21 30 42 24 41	MITCH GRUBB
III	CLAYTON/ FAYETTE	C1 C2 C3 F1	36 36 36 37	BARRY PAULSON
IV	DEKALB/ ROCKDALE	D1 D2 D3 D4 D5 D6 D7 D8 R1 R2	10 9 11 12 13 28 15 18 9 14	JIM MCCLELLAN
V	GWYNNETT/ N. FULTON	N1 N2 N3 N4 G1 G2 G3 G4 G5 G6 G7	1 36 2 17 3 5 34 40 7 6 4	HOWARD VAN NESS
	POWER NODES	ALL		GEORGE BOLDUC

Service Area Map for the Atlanta Rebuild Project

MediaOne, Inc.

Project Management Services, Inc.
ATLANTA - CINCINNATI - TAMPA

Filename: G:\3412\3412BASE.DWG
Plot Date: April 2, 1998



Headend Interconnect Path

From the Vining's Headend to Hub A1, A1 to D8, D8 to the Stone Mountain Headend, Stone Mountain Headend to D7, D7 to A2, and A2 to the Vining's Headend.

● HUB LOCATION
A1 HUB NUMBER
★ HEADEND
(#) HEADEND INTERCONNECT PATH
★ SOUTH FULTON COURTHOUSE ANNEX
▨ HUB SERVICE AREAS
— PRIMARY PATH
--- BACKUP PATH
Area Not Serviced by MediaOne

A - CITY OF ATLANTA
 B - COBB COUNTY
 C - CLAYTON COUNTY
 D - DEKALB COUNTY
 E - EAST POINT/SOUTH FULTON
 F - FAYETTE COUNTY
 G - GWYNNETT COUNTY
 L - DOUGLAS COUNTY
 N - NORTH FULTON COUNTY
 R - ROCKDALE COUNTY